

BEFORE
THE PUBLIC SERVICE COMMISSION OF
SOUTH CAROLINA
DOCKET NO. 2005-247-C - ORDER NO. 2005-620
OCTOBER 31, 2005

IN RE: Joint Application of Universal Access,) ORDER APPROVING
Incorporated and Vanco Direct USA, LLC for) PROPOSED
Approval of an Asset Purchase Agreement and) ACQUISITION
Transfer of Customers)

This matter comes before the Public Service Commission of South Carolina (the Commission) on the joint Application of Universal Access, Incorporated (UAI) and Vanco Direct USA, LLC (Vanco) (together the Applicants) for Commission approval of a transaction whereby, pursuant to an Asset Purchase Agreement (the Agreement), Vanco will acquire substantially all of the assets of UAI, including, but not limited to, UAI's customer accounts in the State of South Carolina (the Acquisition). Vanco has an Application for certification as a local and long distance telecommunications resale provider pending with the Commission. UAI would continue to provide service to its customers pending the requested approval of Vanco's certificate to provide telecommunications services as well as the requested approval of the Agreement and this Application. According to the Applicants, the Acquisition will not change the rates, terms and conditions under which UAI's customers will receive service.

Pursuant to the directions of the Commission's Docketing Department, the Applicants published a Notice of Filing in newspapers of general circulation in the areas served by them and furnished proof of such publication. No Protests or Petitions to

Intervene were filed. The Applicants filed the verified testimony of Brian Registe, Financial Controller of Vanco, with their Application. The Office of Regulatory Staff (ORS) filed a letter which stated that it finds no reason to oppose the Commission's approval of the joint Application, and also stated that it appeared that the approval of this matter by the Commission would be in the public interest.

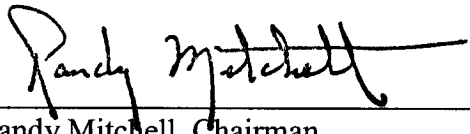
This matter is governed by S.C. Code Ann. Section 58-9-310 (Supp. 2004), which states that telephone utilities must have the approval of this Commission "after due hearing" in order to transfer property. Since there is no opposition to the proposed transaction, we hold that the presence of the filed verified testimony of Brian Registe constitutes the required "due hearing" in this matter.

In his testimony, Registe outlined the details of the Agreement as stated above. Registe testified that after completion of the transaction, UAI will cancel its certification and Vanco will provide service pursuant to its own certification. (This is, of course, provided Vanco receives its certification from this Commission.) According to Registe, the transaction will ensure that current UAI customers maintain uninterrupted service. All current UAI customers will be given the opportunity to switch their service from UAI to a different carrier. Those customers of UAI who choose not to switch their service to a different carrier would receive service from Vanco pursuant to Vanco's South Carolina authority. According to Registe, Vanco is well-qualified to consummate the transactions proposed in the Application. We would also note that customers would continue to receive services under the same rates, terms, and conditions as they presently have.

We have examined the entire record presented in this case and have concluded that the relief sought should be granted and the Acquisition and transfer of customers should be approved as being in the public interest. UAI customers are being given the opportunity to switch their service if they so desire. Vanco, of course, may not provide telecommunications services unless or until it receives its Certificate of Public Convenience and Necessity from this Commission. If and when Vanco obtains its certification, after completion of the transaction UAI may cancel its Certificate by so informing the Commission that it is doing so, pursuant to this Order.


This Order shall remain in full force and effect until further Order of the Commission.

BY ORDER OF THE COMMISSION:



Randy Mitchell, Chairman

ATTEST:



G. O'Neal Hamilton, Vice-Chairman

(SEAL)